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**UNITED STATES DISTRICT COURT FOR THE
CENTRAL DISTRICT OF CALIFORNIA**

JOSH KRIEGER, Individually and on
Behalf of All Others Similarly
Situated,

Plaintiff,

v.

VCA, INC., ROBERT L. ANTIN,
JOHN M. BAUMER, JOHN B.
CHICKERING JR., JOHN HEIL, and
FRANK REDDICK,

Defendants.

Case No. 2:17-cv-01790-JGB-SP

CLASS ACTION

**STIPULATION CONCERNING
PLAINTIFF'S VOLUNTARY
DISMISSAL OF THE ABOVE
ACTION AND PLAINTIFF'S
COUNSEL'S ANTICIPATED
APPLICATION FOR AN AWARD
OF ATTORNEYS' FEES AND
EXPENSES**

Judge: Jesus G. Bernal

1 Plaintiff Josh Krieger (“Plaintiff”) and Defendants VCA, Inc. (“VCA”),
2 Robert L. Antin, John M. Baumer, John B. Chickering Jr., John Heil, and Frank
3 Reddick (collectively, the “VCA Defendants”), by and through their respective
4 counsel of record, hereby stipulate and agree as follows:

5 WHEREAS, on February 15, 2017, VCA filed a proxy statement (the
6 “Proxy Statement”) with the United States Securities and Exchange Commission
7 (“SEC”) in connection with the proposed acquisition of VCA by Mars,
8 Incorporated (“Mars”) whereby VCA’s stockholders would receive \$93.00 in cash
9 for each share of VCA common stock (the “Transaction”);

10 WHEREAS, in connection with the Transaction, three putative class action
11 complaints were filed in this District against VCA and its directors: (1) *Hight v.*
12 *VCA Inc. et al.*, Case No. 5:17-cv-00289 (filed February 15, 2017), which also
13 names Mars, MMI Holdings, Inc., and Venice Merger Sub Inc., as defendants;
14 (2) *Moran v. VCA Inc. et al.*, Case No. 2:17-cv-01502 (filed February 23, 2017);
15 and (3) *Krieger v. VCA Inc. et al.*, Case No. 2:17-cv-01790 (filed March 6, 2017)
16 (collectively, the “Actions”);

17 WHEREAS, the plaintiffs in each of the Actions (collectively, “Plaintiffs”)
18 allege, on behalf of a putative class of VCA’s stockholders, that the Proxy
19 Statement omitted certain material information relating to the Transaction in
20 violation of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934;

21 WHEREAS, on March 6, 2017, Plaintiff Krieger filed a Motion to enjoin the
22 March 28, 2017 shareholder vote on the Transaction, a motion for an expedited
23 hearing on the motion to enjoin, and a hearing was scheduled for March 22, 2017
24 on the Motion to enjoin;

1 WHEREAS, on March 13, 2017, VCA filed with the SEC a supplement to
2 the Proxy Statement containing additional disclosures relating to the Transaction
3 (the “Supplemental Disclosures”);

4 WHEREAS, on March 13, 2017, Plaintiff withdrew his Motion to enjoin;

5 WHEREAS, on March 28, 2017, VCA’s stockholders voted to approve the
6 Transaction;

7 WHEREAS, Plaintiff agrees that, as a result of the filing of the
8 Supplemental Disclosures, the claims arising from the Transaction identified in his
9 complaint have become moot;

10 WHEREAS, Plaintiff asserts that the prosecution of the Actions caused
11 VCA to issue the Supplemental Disclosures and that Plaintiff’s counsel may assert
12 a claim for attorneys’ fees and expenses in connection with the filing of the
13 Supplemental Disclosures;

14 WHEREAS, Plaintiff intends to petition the Court to seek a resolution of his
15 claim for such fees and expenses if his claim cannot be resolved through
16 negotiations between counsel for Plaintiff and the VCA Defendants;

17 WHEREAS, by entering into this Stipulation, the VCA Defendants do not
18 admit that the Supplemental Disclosures were material or that Plaintiff is entitled
19 to attorneys’ fees and expenses, and reserve the right to oppose, in whole or in part,
20 any claim by Plaintiff for attorneys’ fees and expenses relating to the Actions;

21 NOW, THEREFORE, Plaintiff and the VCA Defendants hereby stipulate
22 and agree, subject to the approval of the Court, as follows:

23 1. Plaintiff hereby voluntarily dismisses the above-captioned action, with
24 prejudice, pursuant to Fed. R. Civ. P. 41(a)(1), and the action shall be so dismissed.
25 The dismissal is as to the named Plaintiff Josh Krieger only and has no effect upon
26 the absent members of the putative class.

2. This Court shall retain continuing jurisdiction over the Parties solely for purposes of adjudicating any claim by Plaintiff's counsel for an award of attorneys' fees and expenses.

3. If the Parties are unable to resolve Plaintiff's counsel's claim for attorneys' fees and expenses, Plaintiff shall file any petition and supporting papers seeking such relief by no later than June 16, 2017.

4. This Stipulation is not intended to, and shall not, waive or prejudice any right or argument that may be asserted or presented by Plaintiff or the VCA Defendants in support of or in opposition to any claim by Plaintiff for attorneys' fees and expenses.

IT IS SO STIPULATED.

Dated: May 10, 2017

FARUQI & FARUQI, LLP

/s/ Barbara A. Rohr

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2 *Attorneys for Plaintiff*

3
4 Dated: May 10, 2017

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Attorneys for Defendants

ATTESTATION REGARDING SIGNATURES

17 Pursuant to Civil Local Rule 5-4.3.4(a)(2)(i), I, Barbara A. Rohr, attest that all
18 signatories listed, and on whose behalf the filing is submitted, concur in the filing's
19 content and have authorized the filing.

20 Dated: May 10, 2017

By: /s/ Barbara A. Rohr

Barbara A. Rohr

CERTIFICATE OF SERVICE

I hereby certify that on May 10, 2017, I authorized the electronic filing of the foregoing Stipulation Concerning Plaintiff's Voluntary Dismissal Of The Above Action And Plaintiff's Counsel's Anticipated Application For An Award Of Attorneys' Fees And Expenses with the Clerk of the Court using the CM/ECF system. The CM/ECF system will provide service through a Notice of Electronic Filing (NEF) to the parties registered in this case denoted on the Electronic Mail Notice List, and I hereby certify that the foregoing document will be mailed to any non-CM/ECF participants indicated on the Manual Notice List.

Dated: May 10, 2017

By: /s/ Barbara A. Rohr
Barbara A. Rohr